

Grinis Scott D
Form 4
August 31, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Grinis Scott D

(Last) (First) (Middle)

35 EAST WACKER DRIVE, SUITE
2400

(Street)

CHICAGO, IL 60601

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ENVESTNET, INC. [ENV]

3. Date of Earliest Transaction
(Month/Day/Year)

08/29/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below) below)

Chief Technology Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/29/2017		M ⁽⁹⁾		269	A	219,157 ⁽¹¹⁾
Common Stock	08/29/2017		F ⁽¹⁰⁾		141	D	\$ 42.65 219,016 ⁽¹¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 9					07/28/2011 ⁽¹⁾ 07/28/2020	Common Stock 56,000
Employee Stock Option (Right to Buy)	\$ 12.55					02/28/2012 ⁽²⁾ 02/28/2021	Common Stock 10,000
Employee Stock Option (Right to Buy)	\$ 12.45					02/28/2013 ⁽²⁾ 02/28/2022	Common Stock 10,195
Employee Stock Option (Right to Buy)	\$ 15.34					02/28/2014 ⁽²⁾ 02/28/2023	Common Stock 8,000
Employee Stock Option (Right to Buy)	\$ 41.84					02/28/2015 ⁽²⁾ 02/28/2024	Common Stock 6,200
Employee Stock Option (Right to Buy)	\$ 53.88					02/28/2016 ⁽²⁾ 02/27/2025	Common Stock 6,000
Employee Stock	\$ 20.51					02/28/2017 ⁽³⁾ 02/28/2026	Common Stock 3,234

Option
(Right to
Buy)

Employee
Stock

Option \$ 31.7
(Right to
Buy)

03/28/2018⁽³⁾ 03/28/2027 Common Stock 2,233

Restricted
Stock
Units

(4)

(6)

02/28/2018

Common Stock 1,334
(5)

Restricted
Stock
Units

(4)

08/29/2017

M

269

(7)

02/28/2019

Common Stock 269

Restricted
Stock
Units

(4)

(8)

08/02/2019

Common Stock 23,336
(5)

Restricted
Stock
Units

(4)

(7)

03/28/2020

Common Stock 6,700
(5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Grinis Scott D 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601			Chief Technology Officer	

Signatures

/s/ Shelly O'Brien, by power of attorney for Scott D.
Grinis

08/31/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This option grant vests over a 4 year period; one-fourth of the total amount vests on each anniversary of the date of grant.
- (2) This option grant vests over a 3 year period; one-third of the total amount vests on each anniversary of the date of grant.
- (3) This option grant vests over a 3year period; one-third of the total amount vests on the first anniversary of the date of grant and one-twelfth of the total amount vests on each three-month anniversary of the date of grant thereafter.
- (4) Each restricted stock unit is the economic equivalent of one share of Envestnet, Inc. Common Stock
- (5) Each restricted stock unit represents the contingent right to receive one share of common stock upon vesting of the unit.

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- (6) These restricted stock units vest over a 3-year period; one-third of the total amount vests on each anniversary of the date of grant.
- (7) These restricted stock units vest over a 3-year period; one-third of the total amount vests on the first anniversary of the date of the grant of restricted stock units and then one-twelfth of the total amount vests on each three-month anniversary of the date of grant thereafter.
- (8) These restricted stock units vest over a 3-year period; one-twelfth of the total amount vests on each three-month anniversary of the date of grant.
- Represents the issuance of Envestnet, Inc. common stock upon the vesting of restricted stock units effective August 29, 2017 (the "August Vested Restricted Stock Units"). Restricted stock units convert into common stock on a one-for-one basis. The reporting person
- (9) was granted 3,234 restricted stock units on February 29, 2016 of which one-twelfth of the total amount vested on August 29, 2017. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on March 2, 2016.
- The reporting person is reporting the withholding by Envestnet, Inc. of 141 shares of common stock to satisfy the reporting person's tax
- (10) withholding obligations in connection with the vesting for tax purposes of the August Vested Restricted Stock Units to the reporting person on August 29, 2017.
- (11) Total holdings have been increased by 40 shares to reflect correct total.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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